

**MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF HEBREW HOSPITAL SENIOR HOUSING, INC.**

November 17, 2015

12:00 P.M. EASTERN TIME

VIA TELEPHONE CONFERENCE

PRESENT:

Mary Frances Barrett
Charles Goldberger, Esq.
Marvin Lifson
Alan S. Pearce, Esq.

STAFF:

Peter Cutaia, CFO

Attending by Invitation of the Board

Raymond L. Fink, Esq.
Linda Whitehead, Esq.
Lawrence Gottesman, Esq.
Jason Lilien, Esq.
A. Abbate, CPA
Rabbi E. Schechter
Leon Silverman
Daniel Polsky, Financial Advisor

A quorum was present and Chairman Pearce called the special meeting to order at 12:00 p.m., the purpose of which was to adopt various resolutions concerning the imminent filing of a voluntary chapter 11 proceeding by Hebrew Hospital Senior Housing, Inc ("HHSH") as contemplated in previously previous agreements as referred to hereunder.

Mr. Pearce turned the meeting over to HSHS's legal counsel Raymond L. Fink Esq. (Harter Secrest Emery LLP) who provided an update of recent events since the last Special Board meeting. He reported that, [1] issuance of the entrance fee refunds was in process in accordance with the Restructuring Support and Loan Agreement ("RSA") entered into among and between HSHS, HHHW, the NYS Attorney General and the Resident Council of Westchester Meadows and as further approved by order of the Supreme Court for Westchester County (JSC Zuckerman presiding) dated October 21, 2015 ("Court Order"), [2] the preparation of a definitive loan agreements and documentation in furtherance of the letter of intent entered into between HSHS and Lapis Advisers, LP ("DIP Loan Facility") was in process and [3] HSHS was in receipt of an initial letter of intent from a proposed stalking horse bidder the terms and provisions of which are still in negotiation ("Stalking Horse LOI"). All of these events are predicated upon HSHS filing a voluntary chapter 11 proceeding (the "HSHS Chapter 11") and accordingly the Board was presented with the following resolutions, which were seconded and unanimously passed by those directors in attendance;

WHEREAS, HSHS heretofore entered into the RSA which required HSHS to file a voluntary petition pursuant to chapter 11 of the United States Bankruptcy Code ("Bankruptcy Code") on or before November 30, 2015 and as provided for in the Court Order, it is hereby;

HSHS Chapter 11


RESOLVED, that HSHS is hereby authorized to file a voluntary proceeding under chapter 11 of the Bankruptcy Code as heretofore contemplated and stipulated to in the RSA and Court Order and;

RESOLVED, in respect thereof, any duly appointed HSHS officer is authorized to execute the HSHS Chapter 11 petition, schedules, verifications, any and all pleadings, documents, agreements all in furtherance of the HSHS Chapter 11 and;

RESOLVED, that HSHS hereby approves the continued engagement and retention of the following professionals at the rates of compensation negotiated prepetition and the payment of prepetition retainers for services for post-petition services as follows;

- [1] Harter Secrest Emery LLP as HSHS's primary bankruptcy counsel,
- [2] McCullough, Goldberger & Staud, LLP as HSHS's special counsel,
- [3] Getzler Henrich & Associates LLC as HSHS's financial advisor,
- [4] Abbate DeMarinis, LLP as HSHS's accountants,
- [5] RBC Capital as HSHS's investment banker.

There being no further business the meeting was adjourned.



Peter Cutaia, Secretary/Treasurer